HOPE AND EMPOWERMENT FOUNDATION GH LBG (HEF-GH)

CONSTITUTION

(Comprehensive International & Ghana CLG Standard – 2026)

MOTTO:

EMPOWERING COMMUNITIES,
NURTURING HOPE,
INSPIRING FUTURES,
TRANSFORMING LIVES.

HOPE AND EMPOWERMENT FOUNDATION–GH LBG

(HEF-GH)

CONSTITUTION

(Comprehensive International & Ghana CLG Standard – 2026)

Restated Edition — Consolidated, Corrected and Adopted for Permanent Use

MOTTO:

Empowering Communities, Nurturing Hope, Inspiring Futures, Transforming Lives.

TABLE OF CONTENTS

1. Preamble
2. Legal Identification
3. Article I: Name, Status and Offices
4. Article II: Objects and Powers
5. Article III: Membership
6. Article IV: Governance (Board of Directors)
7. Article V: Officers and Duties
8. Article VI: Meetings
9. Article VII: Resolutions
10. Article VIII: Finance and Property
11. Article IX: Ethics and Compliance
12. Article X: Amendment
13. Article XI: Dissolution
14. Article XII: Interpretation
15. Article XIII: Indemnity and Limitation of Liability
16. Article XIV: Common Seal and Execution of Documents
17. Article XV: Records, Registers and Statutory Filings
18. Article XVI: Winding-Up and Liquidation Procedure
19. Article XVII: Supremacy and Compliance Hierarchy
20. Schedule 1: Board of Directors
21. Adoption, Execution, Attestation and Witnessing

LEGAL IDENTIFICATION

- Registration No: CG074131025
- License No: NPOS/GRO1/LNO3083/25
- Unique Entity ID (UEI): WCRHHAAKUL74
- NCAGE Code: STEQ4
- Legal Form: Company Limited by Guarantee (Non-Profit) incorporated under the Companies Act, 2019 (Act 992), Republic of Ghana

PREAMBLE

We, the Founder and the founding Board of Directors of Hope and Empowerment Foundation–GH LBG, recognising the need for sustainable human development, community empowerment, and responsible social intervention, hereby establish this Constitution to regulate the governance, administration, accountability, and operations of the Foundation.

We affirm that:

- Development begins with mindset transformation;
- Communities must be empowered to become self-reliant;
- Transparency, accountability, and integrity shall guide all actions of the Foundation.

This Constitution shall serve as the supreme governing document of the Foundation and shall bind all members, directors, officers, employees, and volunteers.

ARTICLE I: NAME, STATUS AND OFFICES

1.1 Name

The organisation shall be known as Hope and Empowerment Foundation–GH LBG, hereinafter referred to as “the Foundation.”

1.2 Legal Status

1. The Foundation is a body corporate with perpetual succession and a common seal.

2. It is a non-profit and non-political organisation.

3. The Foundation shall not distribute profit, dividends, or financial benefit to any member or director.

1.3 Registered Office

Franco Estates, Ga North Municipality, Accra, Ghana

GPS: GG-0228-5684

Postal: P.O. Box AT 1926, Achimota, Accra Ghana

ARTICLE II: OBJECTS AND POWERS

2.1 Mission

To alleviate poverty through sustainable human capital development, mindset and character transformation, and community empowerment.

2.2 Vision

To be a leading catalyst in building a self-reliant Ghana where every individual lives in dignity and has the opportunity to succeed.

Core Values- THE H-E-A-R-T

T-Transparency

H- Hope

E-Exellence

H-Humility

E-Empowerment

A-Accountability

R-Respect

T-Teamwork

2.3 Objectives

The Foundation shall pursue the following seven (7) pillars:

1. Human Capital Development: Promote mindset and character reformation through capacity building, leadership training, and life-skills education.

2. Educational Support: Provide scholarships, learning materials, mentoring, and academic support initiatives.

3. Youth, Women and Children Empowerment: Implement programmes that strengthen participation, protection, and economic empowerment of youth, women, and children.

4. Humanitarian and Relief Services: Deliver relief assistance and social protection interventions for vulnerable and marginalised populations.

5. Vocational and Livelihood Support: Offer vocational training and free livelihood toolkits to improve employability and self-reliance.

6. Healthcare and Advocacy: Promote community health awareness, preventive education, and wellbeing advocacy initiatives.

7. Faith-Based Empowerment: Provide ethical, moral, and spiritual development programmes that encourage responsible citizenship.

2.4 Powers

The Foundation may:

- Receive grants, donations and endowments;
- Partner with governments and international organisations;
- Establish projects, branches and offices;
- Acquire, lease or dispose of property for its work;
- Recruit staff and volunteers.

ARTICLE III: MEMBERSHIP

3.1 Categories

- Founding Members
- Full Members
- Associate Members
- Honorary Members

3.2 Eligibility

Membership is open to individuals who support the objectives and agree to abide by this Constitution.

3.3 Rights

Members may:

- Attend and vote at General Meetings;
- Elect directors;
- Receive reports and updates.

3.4 Responsibilities

Members shall:

- Uphold the Constitution;
- Respect policies and the code of conduct;
- Support activities of the Foundation.

3.5 Termination

Membership ceases by resignation, death, or expulsion by two-thirds Board vote for misconduct.

ARTICLE IV: GOVERNANCE (BOARD OF DIRECTORS)

4.1 Board of Directors

1. The Foundation shall be governed by a Board of Directors of not fewer than five (5) and not more than nine (9) persons, currently comprising the six (6) directors named in Schedule 1.

2. The Board is the highest policy-making authority of the Foundation.

3. Directors other than the Founder-Director serve four-year renewable terms, subject to Article 4.4.

4.2 The Founder and Board Chairperson

1. Rev. Francis Kofi Takyi Adams, as Founder of the Foundation, holds a permanent seat on the Board as Founder, Executive Director & CEO, not subject to periodic re-election, for as long as he chooses to serve or until resignation, incapacity, or removal for cause under Article 4.6.

2. The Founder shall serve as Board Chairperson unless the Board, by ordinary resolution, appoints another director to that role.

3. The Chairperson shall preside at all Board and General Meetings, ensure good governance, and hold a casting vote in the event of a tie.

4. In the Chairperson's absence, the Board shall elect a director present to chair that meeting.

4.3 Functions of the Board

The Board shall:

- Approve strategic plans;
- Approve budgets;
- Oversee management;
- Ensure regulatory compliance;
- Protect organisational assets.

4.4 Term of Office

1. Directors other than the Founder-Director serve four-year terms, renewable by ordinary resolution of the Board for a maximum of two consecutive terms (eight years), after which a director must stand down for at least one term before being eligible for re-appointment.

2. The Board may waive the limit in Article 4.4(1) for a specific director by special resolution where continuity is in the Foundation's best interest.

4.5 Vacancy

A vacancy shall be filled by Board resolution until the next Annual General Meeting (AGM).

4.6 Removal

A director, including the Founder-Director, may be removed only by a two-thirds special resolution of the full Board for proven misconduct, incapacity, or violation of policy, and only after that director has been given written notice of the allegation and a reasonable opportunity to respond.

4.7 Conflict of Interest

Any director with a personal or financial interest in a matter shall declare it and abstain from decision-making and voting on that matter.

4.8 Remuneration

Directors shall serve on a voluntary basis and shall not receive remuneration for their service as directors. Reasonable out-of-pocket expenses properly incurred in the performance of Foundation duties may be reimbursed on presentation of receipts and with prior authorisation in accordance with Article VIII.

ARTICLE V: OFFICERS AND DUTIES

Founder, Executive Director & CEO

- Chief executive and administrator of the Foundation;
- Implements Board decisions;
- Represents the Foundation in official, legal, and public matters;
- Serves as Board Chairperson pursuant to Article 4.2.

Secretary

- Keeps records and minutes;
- Maintains statutory registers;
- Issues meeting notices.

Treasurer

- Oversees financial records;
- Supervises budgeting and reporting;
- Works with auditors and the bank.

Public Relations Officer

- Manages communication and publicity;
- Oversees stakeholder relations.

Administrator (Administration and Marketing)

In addition to her role as a Director, Ms. Edith Dzifa Klutse is appointed by the Board to the operational office of Administrator, responsible for the day-to-day administration and marketing of the Foundation's activities, including:

- Coordinating day-to-day administrative operations of the Foundation;
- Managing marketing, branding, and outreach activities for programmes and events;
- Supporting the Executive Director in the implementation of Board decisions.

This operational office is held concurrently with, and does not replace, her role as a Director of the Board; she shall abstain from Board decisions concerning the performance, remuneration, or supervision of the Administrator role, in accordance with Article 4.7.

ARTICLE VI: MEETINGS

6.1 Annual General Meeting

Held once yearly to receive reports and approve accounts.

6.2 Board Meetings

Held at least quarterly.

6.3 Notice

- AGM: 21 days' written notice;
- Board meeting: 7 days' notice.

6.4 Quorum

- Board: simple majority;
- General Meeting: one-third of membership.

6.5 Minutes

All meetings shall be recorded and signed by the Chairperson and Secretary.

ARTICLE VII: RESOLUTIONS

7.1 Ordinary Resolution

Passed by simple majority of members present and voting.

7.2 Special Resolution

Requires a two-thirds majority and shall apply to:

- Constitutional amendment;
- Removal of directors;
- Dissolution decisions.

7.3 Written Resolution

The Board may pass a resolution in writing signed by a majority of directors without a meeting.

ARTICLE VIII: FINANCE AND PROPERTY

8.1 Funds

Funds shall come from grants, donations, membership contributions and lawful fundraising.

8.2 Banking

All monies shall be deposited in approved bank accounts in the name of the Foundation.

8.3 Signatories

Two signatories required:

- Treasurer and Executive Director; or
- Treasurer and Board Chairperson.

8.4 Audit

Accounts shall be audited annually by an independent auditor.

8.5 Asset Lock

No income or property shall be distributed to members except reimbursement of legitimate expenses.

ARTICLE IX: ETHICS AND COMPLIANCE

The Foundation shall maintain policies on:

- Anti-corruption and fraud;
- Child protection and safeguarding;
- Non-discrimination;
- Whistleblowing and complaints;
- Procurement and financial management.

ARTICLE X: AMENDMENT

This Constitution may be amended by special resolution at an Annual General Meeting, with 21 days' prior notice to members of the proposed amendment.

ARTICLE XI: DISSOLUTION

1. Dissolution shall be approved by a two-thirds majority special resolution.

2. All liabilities shall be settled before closure.

3. Remaining assets shall be transferred to another registered non-profit organisation in Ghana with similar objectives.

4. No member or director shall benefit from the assets upon dissolution.

ARTICLE XII: INTERPRETATION

The Board shall interpret this Constitution in accordance with the Companies Act, 2019 (Act 992) and applicable laws of Ghana.

ARTICLE XIII: INDEMNITY AND LIMITATION OF LIABILITY

1. To the fullest extent permitted under the Companies Act, 2019 (Act 992), every Director, officer, employee, or authorised agent of the Foundation shall be indemnified by the Foundation against any liability incurred in the execution of their lawful duties, except in cases of proven fraud, gross negligence, or wilful misconduct.

2. No Director shall be personally liable for the debts or obligations of the Foundation solely by reason of holding office.

ARTICLE XIV: COMMON SEAL AND EXECUTION OF DOCUMENTS

1. The Foundation shall have a Common Seal approved by the Board of Directors.

2. The Seal shall be kept in the custody of the Secretary.

3. The Seal shall only be affixed to documents by authority of a Board resolution and in the presence of at least two Directors, or a Director and the Secretary, who shall sign to attest the affixing.

4. Contracts, agreements, and official instruments may be executed on behalf of the Foundation by the Executive Director and one other authorised Director or officer as approved by the Board.

ARTICLE XV: RECORDS, REGISTERS AND STATUTORY FILINGS

The Foundation shall maintain at its registered office:

1. Register of Members;

2. Register of Directors and Officers;

3. Minutes of Board and General Meetings;

4. Accounting records and financial statements;

5. Annual returns and statutory filings required by the Registrar of Companies and relevant authorities;

6. Policies and operational manuals adopted by the Board.

All records shall be available for inspection by authorised regulators in accordance with the laws of Ghana.

ARTICLE XVI: WINDING-UP AND LIQUIDATION PROCEDURE

1. Where dissolution is approved, the Board shall appoint a qualified liquidator in accordance with Act 992.

The liquidator shall:

- Notify the Registrar of Companies and relevant authorities;
- Collect and realise assets;

- Settle debts and liabilities;
- Prepare final accounts.

3. After settlement of liabilities, remaining assets shall be transferred to a registered non-profit organisation in Ghana with similar objectives, as determined by special resolution of members.

4. Under no circumstances shall assets be distributed to members, directors, or officers.

ARTICLE XVII: SUPREMACY AND COMPLIANCE HIERARCHY

1. This Constitution shall be the supreme governing document of the Foundation.

2. All policies, manuals, and operational guidelines shall derive authority from and remain consistent with this Constitution.

3. In the event of conflict between any policy and this Constitution, the Constitution shall prevail.

SCHEDULE 1: BOARD OF DIRECTORS

The Board of Directors of the Foundation, as at the date of adoption of this Constitution, comprises the following six (6) directors:

Rev. Francis Kofi Takyi Adams	Founder-Director (permanent seat)	Board Chairperson; Executive Director & CEO
Prof. James Isaac Kwateng-Yeboah	Director	Director
Cecilia Bona Kwarteng	Director	Secretary
Esther Tetteh	Director	Treasurer / Finance Officer
Georgina Atswei Klufio	Director	Public Relations Officer
Edith Dzifa Klutse	Director	Administrator (Administration and Marketing)

Contact emails of record:

- Prof. James Isaac Kwateng-Yeboah — kwasikwateng@yahoo.com
- Cecilia Bona Kwarteng — Ceciliakwarteng60@gmail.com
- Georgina Atswei Klufio — klufiorn20@gmail.com
- Esther Tetteh — tettehesther487@gmail.com
- Edith Dzifa Klutse — klutseedithdzifa@gmail.com

ADOPTION, EXECUTION, ATTESTATION AND WITNESSING

We hereby certify this document as the official governing Constitution of Hope and Empowerment Foundation–GH LBG.

This Constitution was approved and executed at the Head Office, Ga North Municipality (Franco Estates), Accra, on the 5th day of March, 2026.

Signatories (Board of Directors)

Rev. Francis Kofi Takyi Adams — Founder / Board Chairperson / Executive Director

Signature: _____ Date: 5th March, 2026

Prof. James Isaac Kwateng-Yeboah — Director

Signature: _____ Date: 5th March, 2026

Cecilia Bona Kwarteng — Director / Secretary

Signature: _____ Date: 5th March, 2026

Esther Tetteh — Director / Treasurer

Signature: _____ Date: 5th March, 2026

Georgina Atswei Klufio — Director / Public Relations Officer

Signature: _____ Date: 5th March, 2026

Edith Dzifa Klutse — Director / Administrator

Signature: _____ Date: 5th March, 2026

Witnesses

Witness 1 Name: Mr. Amah Joseph

Address: Ga North Municipal Assembly – MCD

Signature: _____ Date: 5th March, 2026

Witness 2 Name: Mrs. Esther Jonas Safo

Address: GES Directorate, Ga North Municipality

Signature: _____ Date: 5th March, 2026

Secretary's Certification (True Copy)

I, the undersigned Secretary of Hope and Empowerment Foundation–GH LBG, certify that this Constitution was duly adopted by the Board of Directors and Members in accordance with the provisions herein.

Secretary Name: Cecilia Bona Kwarteng Addo Yobo

Signature: _____ Date: 5th March, 2026

Common Seal

The Common Seal of the Foundation is hereby affixed in the presence of the undersigned officers pursuant to a Board Resolution.

Chairperson/Director: _____ Date: 5th March, 2026

Secretary: _____ Date: 5th March, 2026

Stamp:

CONTACT

Franco Estates, Near Estben Guest House Ga North Municipality, Accra Ghana

+233 547 897 478 , +233507897478

GPS Address: GG-0228-5684

Email:info@hopeempowermentfoundationgh.org

Website:https://www.hopeempowermentfoundationgh.org

All Rights Reserved © 2026 – Hope and Empowerment Foundation GH LBG

CONTACT

Franco Estates, Ga North Municipality, Accra, Ghana

GPS: GG- 0228-5684 • P.O. Box AT 1926, Achimota, Accra

+233 547 897 478

info@hopeempowermentfoundationgh.org

https://www.hopeempowermentfoundationgh.org

LEGAL IDENTIFICATION

Registration No: CG074131025

License No: NPOS/GRO1/LNO3083/25

NYA Registration Cert No: GAR14922

Ghana TVET AFF:GTVETS/AD/AFF26/036

UEI: WCRHHAAKUL74 • NCAGE: STEQ4

Company Limited by Guarantee, incorporated under the Companies Act, 2019 (Act 992), Republic of Ghana

All Rights Reserved © 2026 — Hope and Empowerment Foundation GH LBG